

MARLOWE & WEATHERFORD, P.A.

Attorneys and Counselors at Law
1031 WEST MORSE BOULEVARD
SUITE 105

WINTER PARK, FLORIDA 32789-3738
(407) 629-5008

MICHAEL L. MARLOWE
WILLIAM P. WEATHERFORD, JR.
RADLEY A. ALLEY
MICHAEL J. APPERT
GREGORY B. MENICK
Counsel

PLEASE REPLY TO:
POST OFFICE BOX 2366
WINTER PARK, FLORIDA 32790-2366
FAX: (407) 629-0310

PO20000013304

March 13, 2002

VIA REGULAR MAIL

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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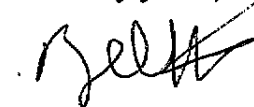
Re: Articles of Amendment to the Articles of Incorporation of Alinean Holdings, Inc.

Gentlemen:

Enclosed is the original and one copy of the Articles of Amendment to the Articles of Incorporation of Alinean Holdings, Inc., together with a check for \$43.75 to cover the filing fee and certified copy fee.

Once the Articles of Amendment have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

FILED
02 MAR 19 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WPWjr/ddd

Enclosures

cc: Judy Robinet Pisello
Michael Friedlander

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Amend 3-19-02
288 *Cert Copy OK

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF ALINEAN HOLDINGS, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is ALINEAN HOLDINGS, INC. (hereinafter referred to as the Corporation").

Article II - Adoption and Text of Amendments

The Board of Directors of the Corporation approved a resolution amending Article IV of the Articles of Incorporation by written consent dated February 14, 2002, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and the holders of a sufficient number of the issued and outstanding shares of voting common stock of the Corporation approved the resolution amending Article IV of the Articles of Incorporation by written consent dated February 14, 2002, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolutions amending Article IV of the Articles of Incorporation:

RESOLVED, that Article IV of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

Article IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is five million shares (5,000,000), of which four million (4,000,000) shares having a par value of One Hundredth of One Cent (\$.0001) per share shall be shares of Class A voting common stock and one million (1,000,000) shares having a par value of One Hundredth of One Cent (\$.0001) per share shall be shares of Class B nonvoting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Holders of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B nonvoting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B nonvoting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting and Class B nonvoting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A voting and Class B nonvoting common stock in proportion to the number of shares held by the holders of such shares.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Article IV - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated February 14, 2002.

ALINEAN HOLDINGS, INC.

By: 

Judy Robinet Pisello, President

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